
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Resources Power Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy enclosed with the 2015 annual report of the Company to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular is solely for the purpose of providing Shareholders with certain information in connection with an annual general meeting of the Company and is not an offer to sell or a solicitation of an offer to buy any securities.



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code : 836)

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of China Resources Power Holdings Company Limited (the “Company”) to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 6th June, 2016 at 10:00 a.m. is contained in the Appendix III of this circular. Shareholders are advised to read the notice contained herein and to complete and return the form of proxy for use at the annual general meeting enclosed with the 2015 annual report in accordance with the instructions printed thereon. Completion of the form of proxy will not preclude the shareholders from attending and voting at the meeting if they so wish.

Hong Kong, 28th April, 2016

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 6th June, 2016 at 10:00 a.m., notice of which is contained in the Appendix III of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Buy-back Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy back during the period as set out in the Buy-back Resolution the Shares up to a maximum of 10% of the issued Shares at the date of the Buy-back Resolution
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no.5 of the notice of the Annual General Meeting
“Company”	China Resources Power Holdings Company Limited, a company incorporated in Hong Kong with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code : 836)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	22nd April, 2016, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy back or purchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange

DEFINITIONS

“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“\$”	Hong Kong dollar
“%”	Per Cent

LETTER FROM THE CHAIRMAN



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code : 836)

Directors:

Executive Directors:

ZHOU Junqing (*Chairman*)

ZHANG Shen Wen (*Vice Chairman*)

GE Changxin (*Vice Chairman*)

HU Min (*President*)

WANG Xiao Bin (*Chief Financial Officer and Company Secretary*)

Registered Office:

Rooms 2001-2002,

China Resources Building,

26 Harbour Road,

Wanchai,

Hong Kong

Non-executive Directors:

CHEN Ying

WANG Yan

Independent Non-executive Directors:

MA Chiu-Cheung, Andrew

LEUNG Oi-sie, Elsie

CH'IEN K.F., Raymond

SO Chak Kwong, Jack

Hong Kong, 28th April, 2016

To the shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

GENERAL MANDATE TO BUY BACK SHARES

A general mandate was given by Shareholders on 8 June 2015 to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of the Buy-back Resolution to be

LETTER FROM THE CHAIRMAN

proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to buy back Shares. An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Buy-back Proposal is set out in the Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution, representing 961,451,120 Shares at the Latest Practicable Date, and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of the Shares bought back by the Company after the granting of the general mandate to buy back up to 10% of the issued Shares at the date of the Buy-back Resolution.

RE-ELECTION OF RETIRING DIRECTORS

The board of Directors (“the Board”) currently consists of eleven Directors, namely, Ms. ZHOU Junqing, Mr. ZHANG Shen Wen, Mr. GE Changxin, Mr. HU Min, Ms. WANG Xiao Bin, Mr. CHEN Ying, Mr. WANG Yan, Mr. MA Chiu-Cheung, Andrew, Ms. LEUNG Oi-sie, Elsie, Dr. CH’IEN K.F., Raymond and Mr. SO Chak Kwong, Jack.

Pursuant to Article 120 of the Articles of Association, Mr. ZHANG Shen Wen, Ms. WANG Xiao Bin, Ms. LEUNG Oi-sie, Elsie and Dr. CH’IEN K.F., Raymond who are longest in office, shall retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election. Pursuant to Article 98 of the Articles of Association, Mr. GE Changxin and Mr. HU Min, who were newly appointed as Directors on 16th April 2016, shall hold office until the Annual General Meeting and shall then be eligible for re-election. Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in the Appendix II of this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Buy-back Proposal, the general mandate for Directors to issue new Shares and re-election of retiring Directors is contained in the Appendix III of this circular. Shareholders are advised to read the notice and to complete and return the form of proxy for use at the Annual General Meeting enclosed with the 2015 annual report of the Company in accordance with the instructions printed thereon.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to the Article 77 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors believe that the Buy-back Proposal, the general mandate for Directors to issue new Shares and the re-election of retiring Directors are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
China Resources Power Holdings Company Limited
ZHOU Junqing
Chairman

This appendix serves as an explanatory statement, as required by the Share Buy-back Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued Shares as at the date of the Buy-back Resolution.

This appendix also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares is 4,807,255,600 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 480,725,560 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Proposal is in the best interests of the Company and its Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACK

In buy-back of Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that a payment in respect of a share buy-back may only be made out of the Company's distributable profits or out of the proceeds of a fresh issue of shares made for the purpose of the buy-back to such an extent allowable under the Companies Ordinance.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st December 2015 in the event that the power to buy back Shares pursuant to the Buy-back Proposal was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the power to buy back Shares pursuant to the Buy-back Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2015	24.45	19.66
May 2015	24.35	21.45
June 2015	22.90	20.35
July 2015	22.30	17.60
August 2015	21.25	17.58
September 2015	19.80	16.82
October 2015	19.90	17.26
November 2015	17.44	14.22
December 2015	15.74	13.90
January 2016	15.24	12.10
February 2016	13.36	11.32
March 2016	14.98	12.80
April 2016 (up to the Latest Practicable Date)	15.28	14.28

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Proposal is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, China Resources National Corporation, the ultimate substantial Shareholder, is interested in 3,027,905,337 Shares (representing approximately 62.99% of the issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Proposal, then (if the present shareholding of China Resources National Corporation remains the same) the attributable interest of China Resources National Corporation would be increased to approximately 69.98% of the issued Shares.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Proposal. In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Proposal, the number of Shares held by the public will not fall below 25%.

7. SHARES BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The followings are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

Mr. ZHANG Shen Wen

Mr. ZHANG Shen Wen, aged 48, is the Vice Chairman of the Board and an Executive Director of the Company and the General Manager of China Resources New Energy Holdings Company Limited (“CR New Energy”). Mr. ZHANG has considerable experience in the development of power plants. He served as the Executive Vice President of the Company between August 2003 and July 2010. He was the General Manager of the Finance and Accounting Department of the Company between July 2001 and September 2003 and was involved in the development of Liyujiang Phase II and the acquisitions of Shajiao C Power Plant and Wenzhou Telluride. Mr. ZHANG joined China Resources National Corporation (“CRNC”) in 1994 and worked at Hebei Hengfeng Power Generation Co., Ltd. between 1998 and 1999. Mr. ZHANG holds a Bachelor of Science degree in Electrical Automation from the North China University of Technology in China and a Bachelor’s degree of Economics from the University of International Business and Economics in China. He also holds a Master’s degree in Business Administration from the University of San Francisco in the United States of America.

Mr. ZHANG has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group. There is no service agreement entered into between Mr. ZHANG and the Company. His directorship is subject to rotational retirement and re-election requirement at annual general meeting pursuant to Article 120 of the Articles of Association.

Mr. ZHANG is entitled to an annual salary of HK\$1,863,000. He is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group’s performance and the prevailing market situation. His remuneration as an Executive Director of the Company is determined with reference to his position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The director’s fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at annual general meeting (where applicable). For the year ended 31st December, 2015, Mr. ZHANG received total emoluments amounting to HK\$3,749,468.90.

Save as above, Mr. ZHANG does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. ZHANG had personal interest in 2,671,120 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. ZHANG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

Ms. WANG Xiao Bin

Ms. WANG Xiao Bin, aged 48, is an Executive Director and Chief Financial Officer and Company Secretary of the Company. Prior to joining the Company in July 2003, Ms. WANG was a director of corporate finance of ING Investment Banking, responsible for execution of capital markets and merger and acquisition transactions in the Asia Pacific region. She worked for Pricewaterhouse in Australia in the audit and business advisory division for five years before joining ING Barings. Ms. WANG is also an independent non-executive director of Worley Parsons Limited, a company listed on the Australian Securities Exchange.

Ms. WANG is a member of the Australian Society of Certified Practising Accountants and holds a graduate diploma in Applied Finance and Investment from the Securities Institute of Australia and a Bachelor's degree in Commerce from Murdoch University in Australia.

Save as disclosed above, Ms. WANG has not held any directorship in any other listed companies in the last three years and any position with the Company or other members of the Group. There is no service agreement entered into between Ms. WANG and the Company. Her directorship is subject to rotational retirement and re-election requirement at annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

Ms. WANG is entitled to an annual salary of HK\$1,656,000. She is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group's performance and the prevailing market situation. Her remuneration as Chief Financial Officer and Company Secretary of the Company is determined with reference to her position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The director's fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at annual general meeting (where applicable). For the year ended 31st December 2015, Ms. WANG received total emoluments amounting to HK\$3,232,372.72.

Ms. WANG does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

As at the Latest Practicable Date, Ms. WANG had personal interest in 3,664,560 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. WANG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. LEUNG Oi-sie, Elsie

Ms. LEUNG Oi-sie, Elsie, aged 76, was appointed as an Independent Non-executive Director of the Company in April 2010. Ms. LEUNG was the Secretary for Justice of the Hong Kong Special Administrative Region, as well as a member of the Executive Council of Hong Kong from July 1997 to October 2005. Ms. Leung was admitted as a solicitor of the Supreme Court of Hong Kong in 1968. She was a partner of P. H Sin & Co., a Hong Kong law firm, which amalgamated with the law firm Iu, Lai & Li Solicitors & Notaries in 1993; she was a senior partner with Iu, Lai & Li Solicitors & Notaries from 1993 to 1997. At the end of 2006, she resumed practice at Iu, Lai & Li Solicitors & Notaries. Ms. LEUNG also serves as an independent non-executive director on the boards of United Company Rusal Plc and Beijing Tong Ren Tang Chinese Medicine Company Limited, both companies listed on the Main Board of the Stock Exchange.

Ms. LEUNG served as a member of several government boards and committees, including the Independent Police Complaints Council, Equal Opportunities Commission, Social Welfare Advisory Committee and Inland Revenue Board of Review. Ms. LEUNG was appointed as a Delegate of the People's Congress of Guangdong Province in 1989. In 1993, she was appointed as a Delegate of the 8th National People's Congress and in 1994 as well as a Hong Kong Affairs Adviser. Since 2006, she has been the Deputy Director of the Hong Kong Basic Law Committee of the Standing Committee of the National People's Congress of the People's Republic of China.

Apart from being a solicitor of the Supreme Court of Hong Kong, Ms. LEUNG is a qualified Solicitor in England and Wales and obtained a Master of Law degree from the University of Hong Kong in 1988.

Ms. LEUNG was appointed a Justice of the Peace in 1982 and was awarded the Grand Bauhinia Medal in 2002.

Ms. LEUNG is the chairman of Remuneration Committee and a member of the Audit and Risk Committee and Nomination Committee of the Company.

Save as above, Ms. LEUNG has not held any directorship in any other listed companies in the last three years and any position with the Company or other members of the Group.

Ms. LEUNG is appointed as an Independent Non-Executive Director for a term of three years and her directorship is subject to rotational retirement and re-election requirement at annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director's fee payable to Ms. LEUNG. The director's fee (if any) and other remuneration (if any) payable to Ms. LEUNG are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders' authorization at the annual general meeting (where applicable). For the year ended 31st December, 2015, Ms. LEUNG received a director's fee of HK\$345,000.00.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. LEUNG does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

As at the Latest Practicable Date, Ms. LEUNG did not hold any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. LEUNG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Dr. CH'IEN K.F., Raymond

Dr. Raymond CH'IEN Kuo Fung, aged 64, was appointed as an Independent Non-executive Director of the Company in April 2010. Dr. CH'IEN is the Chairman and independent non-executive director of Hang Seng Bank Limited. Dr. CH'IEN also serves as an independent non-executive director on the boards of The Hongkong and Shanghai Banking Corporation Limited, The Wharf (Holdings) Limited and Swiss Re Limited. Dr. CH'IEN was non-executive Chairman of MTR Corporation Limited from July 2003 to December 2015. All of the above companies listed on the Main Board of the Stock Exchange.

In public service, Dr. CH'IEN is a member of the Economic Development Commission of the Hong Kong Special Administrative Region Government. He is a member of the Standing Committee of the Tianjin Municipal Committee of the Chinese People's Political Consultative Conference and is an honorary President and past Chairman of the Federation of Hong Kong Industries. From 1992 to 1997, Dr. CH'IEN was a member of the Executive Council of Hong Kong, then under British administration. He was appointed a member of the Executive Council of the Hong Kong Special Administrative Region on 1 July 1997 and served until June 2002. Dr. CH'IEN was a Hong Kong member of the APEC Business Advisory Council from 2004 to 2009 and Chairman of the Hong Kong/European Union Business Cooperation Committee from 2005 to 31 January 2012. Dr. CH'IEN was previously Chairman of the Advisory Committee on Corruption of the Independent Commission Against Corruption, the Hong Kong/Japan Business Cooperation Committee, the Industry and Technology Development Council and the Hong Kong Industrial Technology Centre Corporation Ltd..

Dr. CH'IEN received a Doctoral degree in Economics from the University of Pennsylvania in 1978 and became a Trustee of the University in 2006. Dr. CH'IEN was appointed a Justice of the Peace in 1993 and a Commander in the Most Excellent Order of the British Empire in 1994. In 1999, he was awarded the Gold Bauhinia Star Medal. In August 2008, Dr. CH'IEN was conferred the honour of Chevalier de l'Ordre du Mérite Agricole of France.

Dr. CH'IEN is a member of the Nomination Committee, Remuneration Committee and Sustainability Committee of the Company.

Save as disclosed above, Dr. CH'IEN has not held any directorship in any other listed companies in the last three years and any position with the Company or other members of the Group.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Dr. CH'IEN is appointed as an Independent Non-Executive Director for a term of three years and his directorship is subject to rotational retirement and re-election requirement at annual general meetings of the Company pursuant to Article 120 of the Articles of Association.

There is no agreement on the amount of the director's fee payable to Dr. CH'IEN. The director's fee and other remuneration (if any) payable to Dr. CH'IEN are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and Shareholders' authorization at the annual general meeting. For the year ended 31st December 2015, Dr. CH'IEN received a director's fee of HK\$300,000.00.

Dr. CH'IEN does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders.

As at the Latest Practicable Date, Dr. CH'IEN had personal interest in 30,167 Shares and family interest in 4,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. CH'IEN has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. GE Changxin

Mr. GE Changxin, aged 58, was appointed as an Executive Director and Vice Chairman of the Company on 16th April, 2016. He has served as the Deputy General Manager of the coal-fired power generation division, head of the Office of the Board and head of the Strategic Development Department of the Company. He served as the Deputy General Manager of the coal-fired power generation division and General Manager of the South China branch in May 2012; General Manager of South China branch in January 2011; General Manager of Guangzhou China Resources Thermal Power Co., Ltd. (廣州華潤熱電有限公司) after December 2007, and successively as Assistant General Manager and Deputy General Manager of China Resources Power Hubei Co., Ltd. (華潤電力湖北有限公司) from August 2002 to November 2007. Prior to joining the Company, he worked in Huaibei Guoan Power Company Limited (淮北國安電力有限公司). Mr. GE holds an MBA from the Huazhong University of Science and Technology (華中科技大學).

Mr. GE has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group. Mr. GE is appointed as an Executive Director for a term of three years. His directorship is subject to rotational retirement and re-election requirement at annual general meeting pursuant to Article 120 of the Articles of Association.

Mr. GE is entitled to an annual salary of RMB960,000 (approximately HK\$1,148,256). He is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group's performance and the prevailing market situation. His remuneration as an Executive Director of the Company is determined with reference to his position, level of responsibilities,

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

remuneration policy of the Company and prevailing market conditions. The director's fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at annual general meeting (where applicable).

Save as above, Mr. GE does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. GE had personal interest in 4,828 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. GE has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. HU Min

Mr. HU Min, aged 50, was appointed as an Executive Director and President of the Company on 16th April, 2016. Mr. HU has served as deputy general manager of the Strategic Management Department and director of the Lean Management Office (精益管理辦公室) of China Resources Holdings Co., Ltd. from February 2014 to April 2016; Deputy General Manager of the coal-fired power generation division and General Manager of Jiangsu branch of the Company from May 2012 to February 2014; Assistant President of the Company and General Manager of Jiangsu branch from May 2010 to May 2012; and Deputy Chief Technical Officer and deputy director of Operation Department of the Company from June 2009 to May 2010. Prior to joining the Company, Mr. HU served as general manager of Guangdong Shajiao C Power Plant (廣東沙角C電廠), general manager of Guangdong Yuehua Power Generation Co., Ltd. (廣東粵華發電有限公司), and deputy chief engineer and head of strategic development of Guangdong Yudean Group Co. Ltd. (廣東粵電集團有限公司). Mr. HU holds a bachelor degree in Thermal Energy and Power Engineering (熱能動力工學) from Chongqing University, a master degree in Engineering Thermophysics Engineering (工程熱物理工學) from Chongqing University, and a doctorate degree in Power Engineering and Engineering Thermophysics (動力工程與工程熱物理工學) from Zhejiang University. Mr. HU was a member of the training programme for the second batch of high-level management personnel in Guangdong Province, and was enrolled in University of Massachusetts Boston. He holds the title of senior engineer.

Mr. HU has not held any directorship in any other listed companies in the last three years and save as above, he does not have any position with the Company or other members of the Group. Mr. HU is appointed as an Executive Director for a term of three years. His directorship is subject to rotational retirement and re-election requirement at annual general meeting pursuant to Article 120 of the Articles of Association.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

Mr. HU is entitled to an annual salary of HK\$1,595,400. He is also entitled to a discretionary bonus determined by the Board at its absolute discretion having regard to the Group's performance and the prevailing market situation. His remuneration as an Executive Director of the Company is determined with reference to his position, level of responsibilities, remuneration policy of the Company and prevailing market conditions. The director's fee (if any) and other remunerations (if any) payable are subject to review by the Remuneration Committee and determination by the Board from time to time pursuant to the power given to it under the Articles of Association and authorization from Shareholders at annual general meeting (where applicable).

Save as above, Mr. HU does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. HU did not hold any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. HU has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of the retiring Directors.



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code : 836)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 6th June, 2016 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Report of the Directors and Independent Auditor's Report for the year ended 31 December 2015.
2. To declare a final dividend for the year ended 31 December 2015.
3.
 - (1) To re-elect Mr. ZHANG Shen Wen as Director;
 - (2) To re-elect Ms. WANG Xiao Bin as Director;
 - (3) To re-elect Ms. LEUNG Oi-sie, Elsie as Director;
 - (4) To re-elect Dr. CH'IEN K.F., Raymond as Director;
 - (5) To re-elect Mr. GE Changxin as Director;
 - (6) To re-elect Mr. HU Min as Director; and
 - (7) To authorize the Board of Directors to fix the remuneration of all Directors.
4. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:-

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock

Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company which the Directors of the Company are authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and

- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

- 6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the Articles of Association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos.5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no.6 set out in the notice convening this meeting be and is hereby added by the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to Resolution no.5 set out in the notice convening this meeting, provided that such number of shares so bought back

shall not exceed 10% of the total number of issued shares of the Company as at the date of the said Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution).”

By Order of the Board
China Resources Power Holdings Company Limited
WANG Xiao Bin
Executive Director and Company Secretary

Hong Kong, 28th April, 2016

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him provided that each proxy is appointed to represent the respective number of shares held by the member as specified in the relevant proxy forms. A proxy needs not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the registered office of the Company at Rooms 2001-2002, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. With regard to item no.3 in this notice, details of the retiring Directors are set out in Appendix II of the circular to shareholders dated 28th April, 2016.
4. An explanatory statement as required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed buy-back mandate under Resolution no.5 above is set out in Appendix I of the circular to shareholders dated 28th April, 2016.
5. (i) The register of members of the Company will be closed from Tuesday, 31st May, 2016 to Monday, 6th June, 2016 (both days inclusive), during which no share transfer will be registered. To qualify for the entitlement of the shareholders of the Company to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 30th May, 2016.

(ii) The register of members of the Company will be closed on Tuesday, 14th June, 2016, during which no share transfer will be registered. To qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 13th June, 2016.
6. As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Ms. ZHOU Junqing (*Chairman*), Mr. ZHANG Shen Wen (*Vice Chairman*), Mr. GE Changxin (*Vice Chairman*), Mr. HU Min (*President*) and Ms. WANG Xiao Bin (*Chief Financial Officer and Company Secretary*); two non-executive directors, namely Mr. CHEN Ying and Mr. WANG Yan; and four independent non-executive directors, namely Mr. MA Chiu-Cheung, Andrew, Ms. LEUNG Oi-sie, Elsie, Mr. CH’IEN K.F., Raymond and Mr. SO Chak Kwong, Jack.